**DECLARATION AND POWER OF ATTORNEY**

As a below named joint inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention, design or discovery entitled:

APPARATUS AND PROCESS FOR TRADING ELECTRICAL POWER

the specification of which was filed on August 18, 1995 and assigned Serial No. 08/516,646.

I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose to the Office all information known to me to be material to the patentability of this application as defined by Title 37, Code of Federal Regulations, § 1.56.

I hereby claim no foreign priority benefits under 35 U.S.C. § 119.

I hereby claim no benefit under Title 35, United States Code, § 120 of any United States application.

I acknowledge the duty to disclose to the Office all information known to me to be material to patentability as defined in § 1.56 which became available between the filing date of any prior application(s) and the national or PCT international filing date of this application.

I hereby appoint:

WILLIAM D. HARRIS, Jr., Registration No. 19,243;
L. DAN TUCKER, Registration No. 22,670;
ROY W. HARDIN, Registration No. 28,304;
WILLIAM D. JACKSON, Registration No. 20,846;
HARRY J. WATSON, Registration No. 29,985;
GEORGE R. SCHULTZ, Registration No. 35,674;
DAVID W. CARSTENS, Registration No. 34,134;
KRISTIN K. JORDAN, Registration No. 37,859;
MICHAEL W. PIPER, Registration No. P39,800; and
CRAIG J. COX, Registration No. P39,643

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all of the firm of HARRIS, TUCKER & HARDIN, P.C., my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities under the Patent Cooperation Treaty.

Send correspondence to: David W. Carstens
Harris, Tucker & Hardin, P.C.
13355 Noel Road, Suite 2100
Dallas, Texas 75240-6604

Direct telephone calls to: David W. Carstens
at (214) 233-5712

Atty. Docket No.: IECO B8157

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under § 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of first inventor: David Tuck
3021 Towneside Ln.
Woodstock, GA 30188

Inventor's signature: David Tuck

Date: 9-26, 1995

Residence:

Citizenship: United States of America

669080 " 27569660

Full name of second inventor: Bruce Weier
4100 Green View Dr.
Urbandale, IA 50322

Inventor's signature: _____

Date: 10/9, 1995

Residence:

Citizenship: United States of America

(next page)

Full name of third inventor: John Stojka
5308 Brooke Farm Dr.
Dunwoody, GA 30338

Inventor's signature: _____

Date: _____, 1995

Residence:

Citizenship: United States of America
50320

Full name of second inventor: Bruce Weir
4100 Green View Dr.
Urbandale, IA 50322

Inventor's signature: _____

Date: _____, 1995

Residence:

Citizenship: United States of America

Full name of third inventor: John Stojka
5308 Brooke Farm Dr.
Dunwoody, GA 30338

Inventor's signature: John P. Stojka

Date: 9/26, 1995

Residence:

Citizenship: United States of America
50320

669030-2T569E60

ASSIGNMENT

WHEREAS, the Undersigned have invented certain new and useful improvements as below entitled, for which application for United States Letters Patent is made, said application having been executed on the date set forth below; and

WHEREAS, Intercoast Energy Company (hereinafter "Assignee"), a Delaware corporation with a place of business at 666 Grand Avenue, Suite 2600, Des Moines, Iowa 50303 desires to acquire my entire right, title and interest in and to the invention, and in and to said application and any Letters Patent that may issue thereon;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, the Undersigned:

Hereby sell, assign and transfer to Assignee, its successors, assigns and legal representatives, the entire right, title and interest for the United States and all foreign countries, in and to any and all improvements which are disclosed in the application for United States entitled:

APPARATUS AND METHOD FOR TRADING ELECTRICAL POWER

said Application assigned Serial Number 08/516,646 and filed on August 18, 1995 and in and to said application and all divisional, continuing, substitute, renewal, reissue and all other applications for Letters Patent which have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original and reissued patents which have been or shall be issued in the United States and all foreign countries on said improvements; and in and to all utility models, industrial models, certificates of invention, and designs on said improvements;

Agree that said Assignee may apply for and receive Letters Patent for said improvements in its own name; and that, when requested, without charge to but at the expense of said Assignee, its successors, assigns and legal representatives, to carry out in good faith the intent and purpose of this assignment, the Undersigned will execute all divisional, continuing, substitute, renewal, reissue and all other patent applications, and all other like rights of exclusion in any country on any and all said improvements; execute all rightful oaths, declarations, assignments, powers of attorney and other papers; communicate to said Assignee, its successors, assigns and representatives, all facts known to the Undersigned relating to said improvements and the history thereof; and generally do everything possible which said Assignee, its successors, assigns and representatives shall consider desirable for aiding in securing and maintaining proper patent protection for said improvements and vesting title to said improvements and all applications for patents and all patents on said improvements, in said Assignee, its successors, assigns and legal representatives; and

Agree that the Undersigned will upon request of Assignee, render prompt assistance and cooperation in the prosecution of legal proceedings involving said improvements, said applications and patents granted thereon, including oppositions, cancellation proceedings, priority contests, public use proceedings and court proceedings, and testify in such proceedings if requested, provided, however, that the expense which may be incurred by the Undersigned in lending such assistance and cooperation be paid by Assignee; and

Covenant with said Assignee, its successors, assigns and legal representatives that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by the Undersigned, except as set forth below, and that full right to convey the same as herein expressed is possessed by the Undersigned.

This assignment shall be binding on the heirs and legal representatives of the Undersigned.

Full name of first inventor: David Tuck

Residence: 3021 Towneside Ln.
Woodstock, GA 30188

Citizenship: United States of America

Date 9-26-95

Signature David J Tuck

STATE OF Georgia §

COUNTY OF Cobb §

This 26th day of Sept., 1995 before me personally appeared the above named David Tuck, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that he executed the same of his own free will for the purpose therein set forth.

[Signature]
Notary Public

My Commission Expires: 9/26/95

Full name of second inventor:

Bruce Weier

Residence:

4100 Green View Dr.
Urbandale, IA 50322

Citizenship:

United States of America

Date

10/18/95

Signature

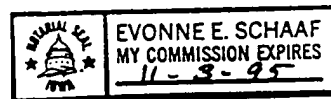
Bruce Weier

STATE OF IOWA)
COUNTY OF POLK)

This 18th day of October, 1995 before me personally appeared the above named Bruce Weier, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that he executed the same of his own free will for the purpose therein set forth.

Evonne E. Schaff
Notary Public

My Commission Expires: 11-3-95



Full name of third inventor: John Stojka
Residence: 5308 Brooke Farm Dr.
Dunwoody, GA 30338
Citizenship: United States of America

Date 9/26/95 Signature John P. Stojka
STATE OF Georgia §
COUNTY OF Cobb §

This 26th day of Sept., 1995 before me personally appeared the above named John Stojka, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that he executed the same of his own free will for the purpose therein set forth.

Linda Bell
Notary Public

My Commission Expires: 6/2/98